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March 2, 2010

Via UPS Overnight Mail

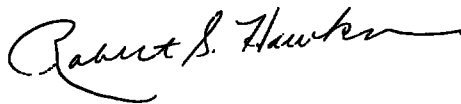
Chief, Section of Administration
Surface Transportation Board
395 E Street, SW
Suite 100
Washington, DC 20423-0001

Re: Finance Docket No. 33556 - *SUBS. NO. 5*

To Chief, Section of Administration:

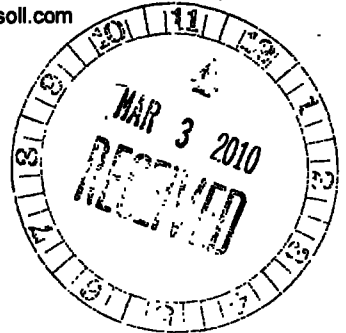
Enclosed please find an original and 10 copies of the Carriers' Motion for Leave to Exceed Page Limits. An extra copy of the Motion has been enclosed which we ask that you file stamp and return to us in the enclosed self-addressed stamped envelope.

Sincerely,



Robert S. Hawkins

RSH/mmh



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SURFACE TRANSPORTATION BOARD

Finance Docket No. 33556



**Canadian National Railway Co., Grand Trunk Corp. and Grand Trunk Western R.R., Inc.
– Control – Illinois Central Corp., Illinois Central R.R. Co., Chicago Central & Pacific
R.R. Co., and Cedar River R.R. Co.**

CARRIERS' MOTION FOR LEAVE TO EXCEED PAGE LIMIT

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*Attorneys for Canadian National Railway Co., Grand
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Central Corp., Illinois Central R.R. Co., Chicago Central
& Pacific R.R. Co., and Cedar River R.R.*

Dated: March 2, 2010

SURFACE TRANSPORTATION BOARD

Finance Docket No. 33556

**Canadian National Railway Co., Grand Trunk Corp. and Grand Trunk Western R.R., Inc.
– Control – Illinois Central Corp., Illinois Central R.R. Co., Chicago Central & Pacific
R.R. Co., and Cedar River R.R. Co.**

MOTION FOR LEAVE TO EXCEED PAGE LIMIT¹

Canadian National Railway Co., Grand Trunk Corp., Grand Trunk Western Railroad Company² ("GTW"), Illinois Central Railroad Company ("IC"), Chicago Central & Pacific Railroad Company, and Cedar River Railroad Company (together, the "Carrier"), respectfully request that the Board waive the 30-page limit of 49 C.F.R. § 1115.2(d) and permit the Carrier to submit argument and appendices in excess of the limit. On or before March 8, 2010, the Carrier will submit a petition for review of the arbitration award and implementing agreement rendered pursuant to Article 1, § 4 of the *New York Dock* conditions.³ As further discussed below, the Carrier respectfully submits that such waiver is necessary to provide the Board with materials which are essential to a full understanding of the issues raised by the Carriers' petition.

The arbitration proceeding arose out of a dispute between the Carrier, the American Train Dispatchers Association, and the Illinois Central Train Dispatchers Association (collectively, the "Organizations") over the proposed consolidation and relocation of dispatchers on the GTW, currently located in Troy, Michigan, with dispatchers on the IC, currently located in Homewood,

¹ The undersigned hereby certifies that I have served all parties of record in this proceeding with a copy of this document by email and UPS.

² Prior to the control transaction, GTW was known as Grand Trunk Western Railroad, Inc.

³ This Board previously granted the Carrier's request for an extension of the time for filing the petition for appeal until March 8, 2010. *Canadian Nat'l Ry. Co., Grand Trunk Corp. and Grand Trunk W. R.R., Inc. – Control – Ill. Cent. Corp., Ill. Cent. R.R. Co., Chi. Cent. & Pac. R.R. Co., and Cedar River R.R. Co.*, Finance Docket No. 33556 (Sub-No. 5) (Service Date Feb. 18, 2010).

Illinois. The Carrier and the Organizations submitted their dispute to arbitration under Article 1, § 4 of *New York Dock* and selected Don A. Hampton as the Arbitrator, who rendered his award on February 1, 2010 (the "Hampton Award"). The Hampton Award permits the Carrier to co-locate the GTW dispatchers in Homewood with the IC dispatchers, subject to protective conditions, but precludes the Carrier from consolidating the work of the dispatchers.

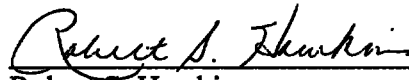
As will be discussed in the Carrier's petition for review, the Hampton Award raises questions of (1) whether the standard articulated by this Board for approval of a transaction and override of the applicable collective bargaining agreements was applied to the Carrier's proposed consolidation; (2) whether the Carrier satisfied that standard; (3) whether the Arbitrator exceeded his authority by imposing an implementing agreement upon the relocation; and, if so, (4) whether the protective conditions set forth in the implementing agreement exceed those permissible under *New York Dock*. The Carrier respectfully submits, and intends to show, that these questions present significant issues of general transportation importance regarding the interpretation of the Board's protective conditions that should warrant the Board's review. Consequently, it is essential that the Board be provided with the Hampton Award and its attachments, including the implementing agreement, totaling about 35 pages. Likewise, it is also essential that the Board be provided with portions of the arbitration record relevant to discussion of these issues, such as the factual background concerning the acquisition, development, and consolidation of the Carrier's related properties and operations in and around Homewood.

No party will be prejudiced by the Board's permission for the Carrier to exceed the 30-page limit.

Accordingly, the Carrier respectfully requests that the Board grant the request to exceed the 30-page limit, as it has in other circumstances. *See, e.g., Union Pac. Corp., Union Pac. R.R. Co. and Missouri Pac. R.R. Co. - Control and Merger - S. Pac. R. Corp., S. Pac. Transp. Co., St*

Louis S.W. Ry. Co., SPSCCL Corp. and the Denver & Rio Grande W. R.R. Co. (Arbitration Review), Finance Docket No. 32760 (Sub-No. 45) (Service Date Feb. 29, 2008) (finding the Carrier's request to exceed the 30-page limit to address several issues, agreements and awards, as well as factual background "reasonable in the circumstances"); *Pa. R.R. Co. - Merger - N.Y. Cent. R.R. Co. (Arbitration Review)*, Finance Docket No. 21989 (Sub-No. 4) (Service Date Sept. 3, 2009) (granting permission to exceed 30-page limit).

Respectfully submitted,



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CERTIFICATE OF SERVICE

I hereby certify that on this 2nd day of March, 2010, I caused to be served a true and correct copy of the Motion for Leave to Exceed Page Limit via electronic mail and UPS Overnight Mail upon the following:

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